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May 21, 2004

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

By Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Request for Waiver –
Assignment of Common Carrier Earth Station Licenses
*WorldCom, Inc. and its Subsidiaries (debtors-in-possession), Transferor,
and MCI, Inc., Transferee, Applications for Consent to Transfer and/or
Assign Section 214 Authorizations, Section 310 Licenses, and Submarine
Cable Landing Licenses, WC Docket No. 02-215*

Dear Ms. Dortch:

In a Memorandum Opinion and Order released on December 19, 2003 (the “Order”), the Commission granted the Application of WorldCom, Inc. and its subsidiaries, debtors-in-possession (“Debtors”), to transfer control of certain licenses and authorizations from Debtors to the newly formed MCI, Inc. (“MCI”).¹ On May 20, 2004, in accord with various FCC rules, MCI filed a letter with the Commission providing notification that the transfer of Debtors to MCI was consummated on April 20, 2004.² This notification of consummation was applicable to several categories of licenses transferred or assigned to MCI, including the Part 25 common carrier earth station licenses listed in the attached Exhibit.³

¹ *WorldCom, Inc. and its Subsidiaries (debtors-in-possession), Transferor, and MCI, Inc., Transferee, Applications for Consent to Transfer and/or Assign Section 214 Authorizations, Section 310 Licenses, and Submarine Cable Landing Licenses, Memorandum Opinion and Order, 18 FCC Rcd 26484 (Dec. 19, 2003).*

² Letter from Dennis Guard, MCI, to Marlene Dortch, FCC, WC Docket No. 02-215 (May 20, 2004) (the “Notification”).

³ See Exhibit A (attached hereto).

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Pursuant to section 1.3 of the FCC's rules,⁴ MCI hereby requests waiver of one FCC requirement set forth in section 25.119(f),⁵ due to the unique circumstances described below. As noted, on December 19, 2003, the Commission granted the Application of Debtors to transfer control of certain licenses and authorizations from Debtors to the newly formed MCI, and on April 20, 2004, the transfer of Debtors to MCI was consummated upon MCI's emergence from bankruptcy. Among the assignments approved by the *Order* were certain Part 25 earth station licenses (the "Licenses"). MCI today discovered that, pursuant to section 25.119(f) of the FCC's rules, it was required to complete the assignment of the Licenses within 60 days of the Commission's *Order* authorizing the transfer.⁶ This rule would have thus required notification of consummation in mid-February of 2004, *notwithstanding the fact that MCI had not yet emerged from bankruptcy*.

Under section 1.3, waiver of Commission rules is permitted upon a showing of "good cause."⁷ Specifically, the Commission may waive its rules where the particular facts would make strict compliance inconsistent with the public interest, taking into account, *inter alia*, considerations of "hardship, equity, or more effective implementation of overall policy on an individual basis."⁸ Waiver is particularly appropriate where "special circumstances warrant a deviation from the general rule and such deviation will serve the public interest."⁹

A waiver is appropriate here because MCI faces special circumstances with respect to compliance with the 60-day requirement of section 25.119(f), and requiring such compliance would be inequitable. In particular, given that MCI could not complete the assignment of the Licenses until it emerged from bankruptcy, it was effectively impossible for MCI to comply with the 60-day rule. Since compliance with the 60-day requirement was impossible, it would be inequitable for the Commission to require such compliance. In addition, grant of this waiver would serve the public interest. No party will be harmed by grant of this waiver, and neither MCI nor any other party will unfairly profit or otherwise receive an unfair advantage by virtue of this waiver. The requested waiver therefore satisfies the requirements of section 1.3.

⁴ 47 C.F.R. § 1.3.

⁵ 47 C.F.R. § 25.119(f).

⁶ *Id.*

⁷ 47 C.F.R. § 1.3.

⁸ *Numbering Resource Optimization: Petition of California Public Utilities Commission for Waiver of the Federal Communications Commission's Contamination Threshold Rule*, Order, 18 FCC Rcd 16860, ¶ 9 (2003) (citing *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972) ("*WAIT Radio*"); *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990)).

⁹ *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d at 1166 (referencing *WAIT Radio*).

For the foregoing reasons, the Commission should grant MCI waiver of the 60-day consummation deadline set forth in section 25.119(f) of the FCC's rules.

If you have any questions, please contact me.

Sincerely,

Dennis Guard/ARC

Dennis Guard

cc:	Qualex	Jeffrey Carlisle	David Krech
	Erin McGrath	Jeffrey Tobias	JoAnn Lucanik
	Christine Newcomb	Ann Bushmiller	Wayne McKee

Exhibit A

Part 25 – Assignment of Common Carrier Earth Station Licenses

<u>File No.</u>	<u>Licensee</u>	<u>New Name of Licensee</u>	<u>Call Signs</u>
SES-ASG- 20030624-00892	MCI WorldCom Network Services, Inc. (DIP)	MCI WorldCom Network Services, Inc.	E0000011 E990176 KA370 KA82 E970453 E980308 E990177 KA374 KA93 E970513 E980322 KA201 KA386 WA20 E980091 E970076 E980158 E980480 KA332 KA451 E980323 KA221 KA410 WA37 E970276 E980305 E980481 KA349 KA62 E980132 E980477 KA28 KA436 E970277 E980306 E990175 KA369 WE22 E980134 E980478 KA65 KA323

File No.	Licensee	New Name of Licensee	Call Signs
			KA437
			E980139
			E980479
			KA326
			KA438
			E970431
			E980307
			E881470
			E900472
			E881092
			E890139
			E940480
			E859694
			E881472
			E920435
			E881465
			E890985
			E950138
			E881466
			E890986
			E860677
			E881495
			E950139
			E930190
			E881467
			E890987
			E950371
			E881468
			E890988
			E960130
			E5713
			E881469
			E891033
			E960592
			E870032
			E881496
			E930192
			E8074
			E000658
			E000700
			E000204
			E010110
			E000306
			E010140
			E030002

<u>File No</u>	<u>Licensee</u>	<u>New Name of Licensee</u>	<u>Call Signs</u>
			E000589
SES-ASG- 20030624-00891	MCI WorldCom International, Inc. (DIP)	MCI WorldCom International, Inc.	E881473 E881474 KA414 KA77
SES-ASG- 20030625-00902	Overseas Telecommunications, Inc. (DIP)	Overseas Telecommunications, Inc.	E950232 E960165 KA458